

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
)	
Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	
Public Utilities Act, and an Order pursuant to Section 8-)	
503 of the Public Utilities Act, to Construct, Operate and)	Docket No. 12-0598
Maintain a New High Voltage Electric Service Line and)	
Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and the Village of Mount Zion (the Village) (collectively, the Parties), agree to enter into this Stipulation in order to resolve their mutual concerns regarding the location of a substation in the Mt. Zion area, as described in ATXI's Petition filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act (Act), 220 ILCS 5/8- 406.1, 8-503 (Petition)). The Parties agree that for the purpose of this Stipulation: (i) a substation in the Mt. Zion area is necessary in order to deliver the full benefits of the Illinois Rivers Project; (ii) that a geographic location for the Mt. Zion substation consistent with the location identified as "Sub Site Option 2" (west of Henry Road and north of Andrews Street) in the "Identification of Alternative Route from Pawnee to Mt. Zion through the Kincaid Substation pursuant to Commission Direction," filed October 16, 2013 by the Staff of the Illinois Commerce Commission (Staff), and shown on Exhibit A hereto, is acceptable to the Parties (as also depicted on Exhibits B and C hereto), and (iii) for the transmission line routes running from Pana to Mt. Zion and Mt. Zion to Kansas, the modified routes shown in the attached Exhibits A, B and

Stipulation Exhibit 1 (RH)

C, and described and depicted at pages 4-7 of ATXI Ex. 6.0 (RH) (Modified Pana – Mt. Zion – Kansas Routes), are the preferred routes, in accordance with the terms set forth below.

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Illinois Commerce Commission (the Commission), initiating the instant certificate of public convenience and necessity proceeding, Docket No. 12-0598. ATXI is seeking the Commission's approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related facilities, including new and/or expanded substations (collectively, the Project) in areas of the State of Illinois.

2. ATXI proposed to construct a new substation in the Mt. Zion area (ATXI Substation), for the purpose of serving load within the greater Decatur area. ATXI proposed to locate the substation southwest of the Village. (ATXI Ex. 2.10 (RH).)

3. On August 20, 2013, the Commission issued an Order in Docket 12-0598. Although it found that a substation in the Mt. Zion area was necessary, the Commission did not approve a location for the new Mt. Zion area substation in that Order. *Ameren Transmission Co. of Ill.*, Docket 12-0598, Order, p. 85 (Aug. 20, 2013).

4. On September 19, 2013, ATXI sought rehearing before the Commission on several issues, including a determination of the location of the new Mt. Zion substation. This application for rehearing was granted by the Commission on October 2, 2013.

5. On rehearing, the Commission directed Staff to develop an alternative route from Pana to Mt. Zion through Kincaid. Staff's Identification of Alternative Route identifies two potential substation sites near the Village. (Staff's Identification of Alternative Route, filed Oct. 16, 2013.)

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6. One potential substation site identified by Staff is the same as the substation site that was suggested by the Village in its Identification of Alternative Route, filed December 31, 2012 (Staff Sub Site Option 2).

7. While ATXI continues to believe that the ATXI Substation it originally proposed is viable, in an effort to resolve certain concerns of the Village, the Parties agree that Staff Sub Site Option 2 is acceptable and should be approved by the Commission.

Terms of the Stipulation

Without waiving any rights except as indicated herein, and for the purpose of resolving their differences in the context of this litigated matter, the Parties hereby stipulate and agree as follows:

8. The Parties agree to support the adoption of Staff Sub Site Option 2, which will undergo further review and final engineering design approval by ATXI, in its sole discretion, and as its incorporated into the Modified Pana – Mt. Zion – Kansas Routes.

9. The Parties agree that they will not take positions in any further testimony, motions, briefs, or proposed orders in which they object to the adoption of Staff Sub Site Option 2 or the Modified Pana – Mt. Zion – Kansas Routes.

10. The Parties will indicate in any further testimony, motions, briefs, or proposed orders that Staff Sub Site Option 2 is viable and can be constructed, and will deliver the full benefits of the Project. The Parties will also indicate in any further testimony, motions, briefs, or proposed orders that the Modified Pana – Mt. Zion – Kansas Routes are viable and can be constructed, and are the preferred routes.

11. The Parties will request a Commission order adopting Staff Sub Site Option 2 and the Modified Pana – Mt. Zion – Kansas Routes.

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12. The Village agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of a Final Order by the Commission in this proceeding that grants ATXI a Certificate of Public Convenience and Necessity, approves the location of the Mt. Zion substation at Staff Sub Site Option 2, and approves the Modified Pana – Mt. Zion – Kansas Routes. ATXI agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of the portions of a Final Order by the Commission that adopts the location of Staff Sub Site Option 2 and approves the Modified Pana – Mt. Zion – Kansas Routes.

13. In return for ATXI's support of the location of Staff Sub Site Option 2, the Village agrees to support Staff Sub Site Option 2 as its recommended substation site throughout the proceeding, in its testimony, examination of witnesses, briefs, and any other filings. The Village acknowledges that a substation in the Village will deliver the benefits of the Project, and that opposition to Staff Sub Site Option 2, or support for transmission line routes inconsistent with Staff Sub Site Option 2, would be inconsistent with approval of Staff Sub Site Option 2.

14. To preserve their arguments in the event the Commission approves a substation location other than Staff Sub Site Option 2, either Party may set forth objections, and/or responses thereto, to any substation location other than Staff Sub Site Option 2, in pre-filed written testimony, by participation at hearing, or by submitting briefing arguments responsive to testimony and arguments previously submitted by the other Party or other parties relating to the need for the Mt. Zion Substation and/or such substation locations other than the Staff Sub Site Option 2.

15. Each Party will withdraw any pending data requests directed to the other Party and will refrain from issuing any further discovery to the other Party in this proceeding, unless by mutual agreement. The Village agrees that it will withdraw the testimony of Mr. Dan Long

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and Ms. Julie Miller. ATXI agrees it will not file surrebutal testimony that would otherwise refute the testimony of Mr. Dan Long and Ms. Julie Miller. The Parties will waive all cross examination of each other's witnesses, unless otherwise determined by mutual agreement.

16. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving Staff Sub Site Option 2 and the Modified Pana – Mt. Zion – Kansas Routes without material alteration. In the event the Commission issues an Order approving a location for a substation in the Mt. Zion area, that is different from, or a material alteration of, Staff Sub Site Option 2, or different from, or a material alteration of, the Modified Pana – Mt. Zion – Kansas Routes, this Stipulation shall terminate and become void and of no further effect.

17. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals or permits to construct a substation at the approved Staff Sub Site Option 2 location or to construct the Modified Pana – Mt. Zion – Kansas Routes, or in the event of any other unforeseen circumstance which materially interferes with ATXI's ability to construct a substation at an approved location consistent with Staff Sub Site Option 2 or construct the Modified Pana – Mt. Zion – Kansas Routes, upon written notice of such circumstances by ATXI to the Village and a reasonable opportunity to jointly address such circumstances, this Stipulation shall terminate and become void and of no further effect.

18. This Stipulation is submitted for purposes of this proceeding only, and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.

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19. The Parties agree to jointly submit this Stipulation to the Commission and urge the acceptance and approval of this Stipulation through testimony, briefs, and other filings made in this proceeding.

20. In the event that the Commission approves Staff Sub Site Option 2 or the Modified Pana – Mt. Zion – Kansas Routes without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the location of a substation at Staff Sub Site Option 2 or the Modified Pana – Mt. Zion – Kansas Routes.

DATED: December 16, 2013

Stipulation Exhibit A



Illinois Rivers Project

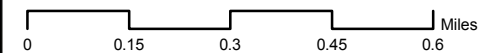
Mt. Zion Stipulation

Legend

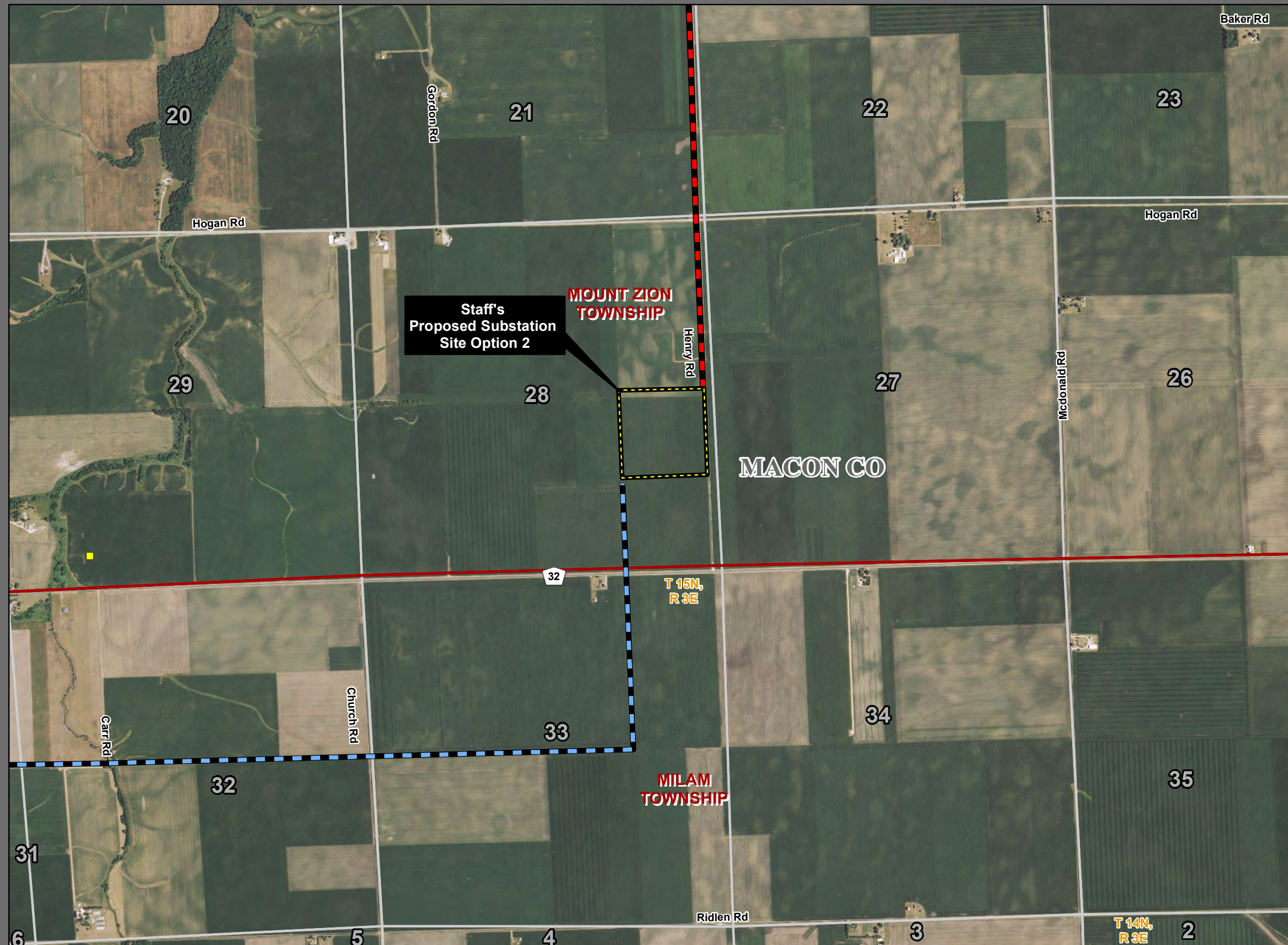
- Rehearing Modified Pana to Mt Zion Route
- Rehearing Modified Mt Zion to Kansas Route
- Staff Proposed Substation Site
- Existing Substation
- County Boundary
- Township Boundary
- Section Boundary
- Municipal Boundary
- Existing Transmission Line
 - 345,000 (V)
 - 161,000 (V)
 - 138,000 (V)



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DATE: 12/03/13	DRAWN BY: JPS
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Stipulation Exhibit B



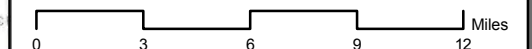
Illinois Rivers Project

Pana to Mt. Zion to Kansas

Legend

- Rehearing Modified Pana to Mt Zion Route
- Rehearing Modified Mt Zion to Kansas Route
- Staff Proposed Substation Site
- Existing Substation
- County Boundary
- Township Boundary
- Section Boundary
- Municipal Boundary
- Existing Transmission Line
 - 345,000 (V)
 - 161,000 (V)
 - 138,000 (V)

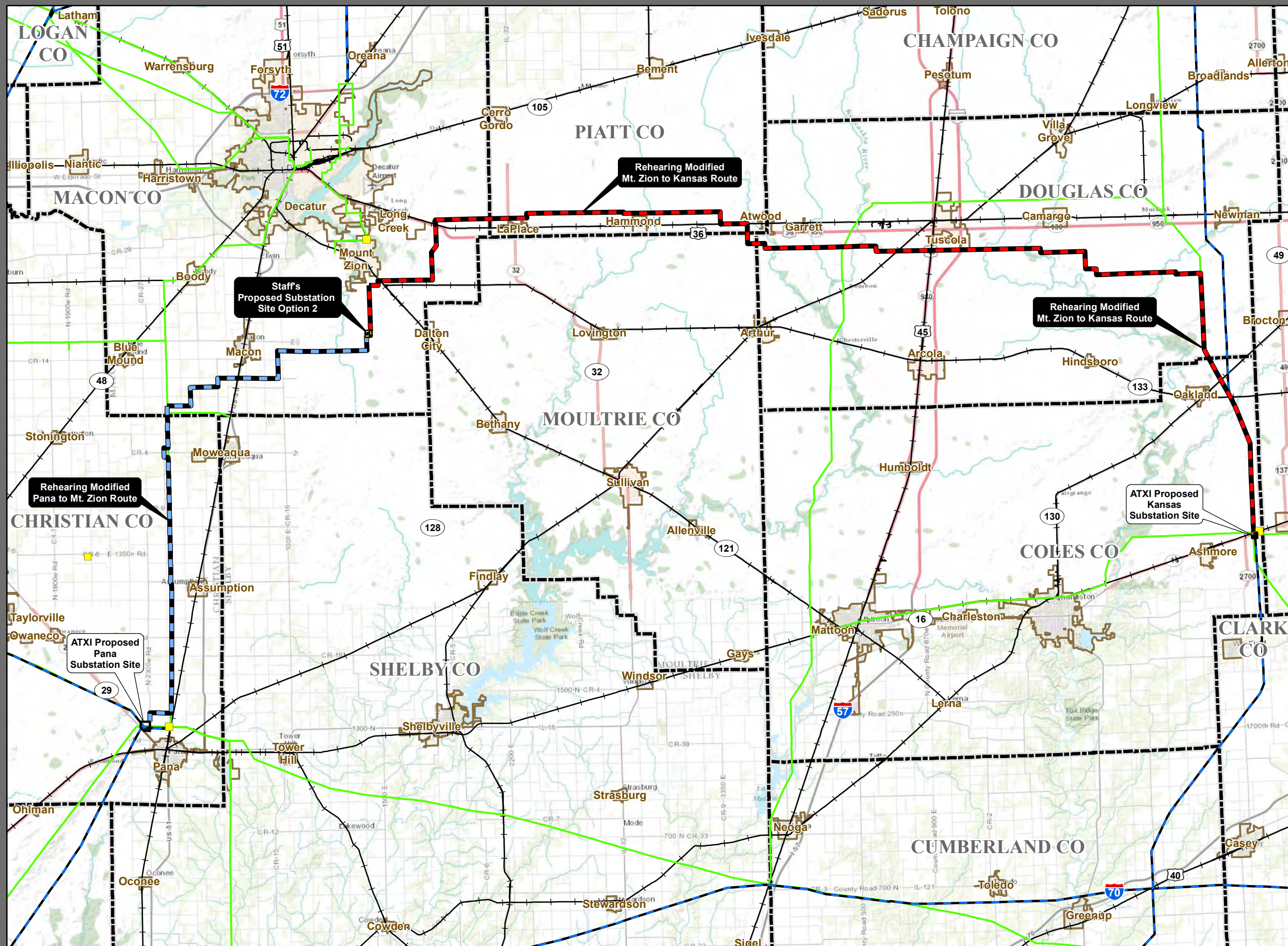
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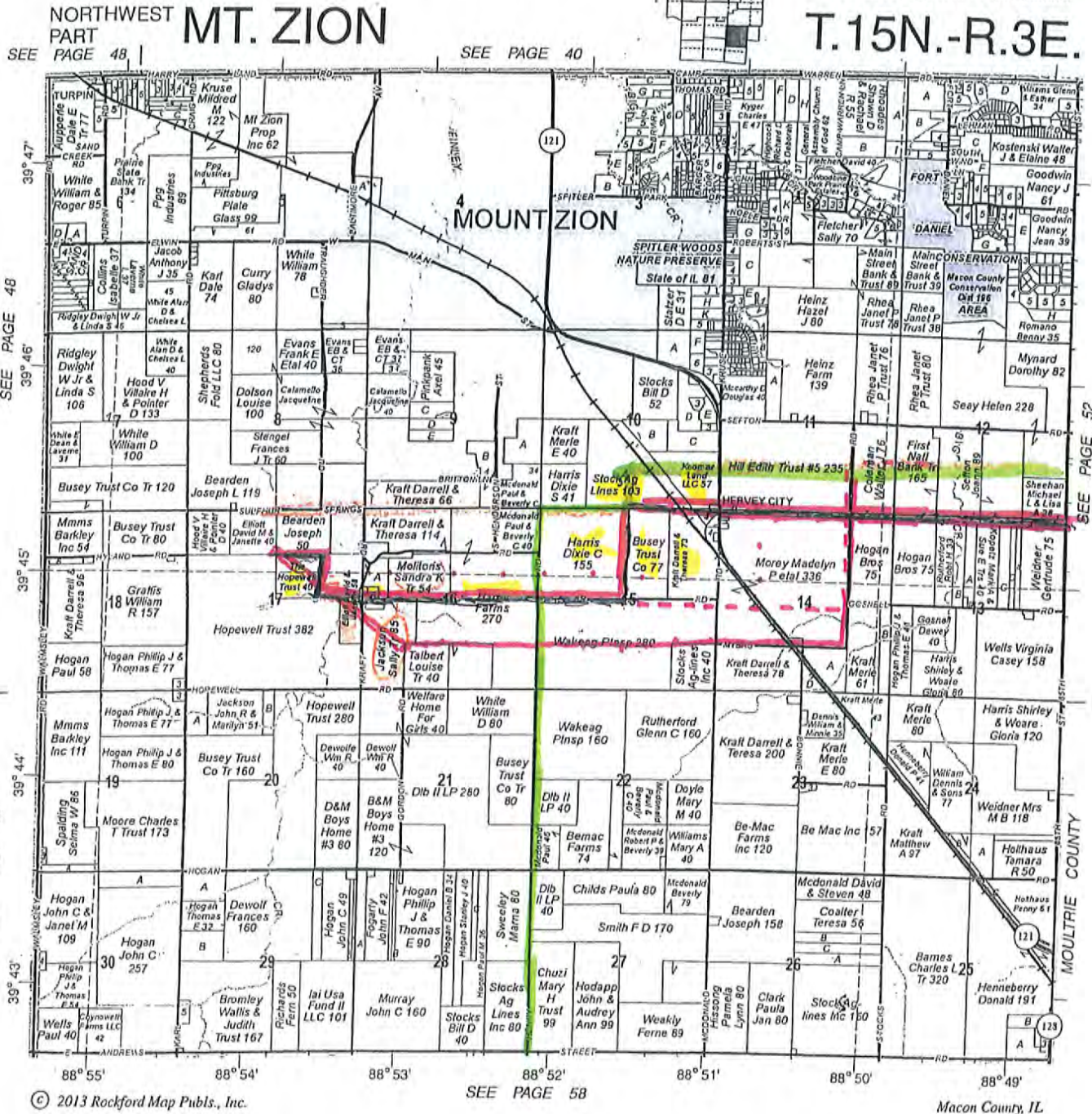
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DRAWN BY: JPS



Stipulation Exhibit C

Refer to page 68 for keyed parcels



Macon County, IL



R.W. Lamb & Associates, LLC

Surveying & Mapping Services

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 Ph: (217) 864-9828 ♦ Fax: (217) 864-9626
 Email: rlamb@rwlambda.com ♦ www.rwlamb.com

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- ♦ Permanent Easement & Right-of-Way Surveys